

# EXHIBIT B

# ReedSmith

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May 28, 2015

**Via Certified Mail and U.S. Mail**

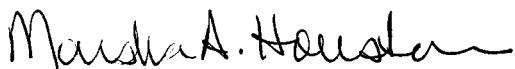
Direct Brands, Inc.  
2 Park Avenue, 10th Floor  
New York, NY 10016  
Attn: Clif Knight

**Re: USHE / DBI - Agreement dated December 16, 2004; Clarification of May 27, 2015**  
**Notice of Termination**

Dear Mr. Knight:

This letter serves to correct the second paragraph of the May 27, 2015 termination letter to you. The first sentence of paragraph 2 is corrected as follows: "This letter confirms USHE's May 21, 2015, telephone conversation with you, in which we discussed DBI's failure to pay USHE since the payment made in connection with the statement for the period ending March 31, 2014, and DBI's ongoing cash issues."

Very truly yours,



Marsha A. Houston

cc: General Counsel; Director of Business Affairs - Video